

MAR 15 1991 - 1 55 PM

MAR 15 1991 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

March 15, 1991

MAR 15 1991 - 1 55 PM

BY HAND DELIVERY MAR 15 1991 - 1 55 PM INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. McGee:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Lease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lease of Railroad Equipment dated as of May 30, 1990. - 16917
2. Sublease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Sublease of Railroad Equipment dated as of May 30, 1990. - 16917
3. Trust Indenture Supplement Nos. 3 and 4, dated as of March 12, 1991, secondary documents which supplement the Trust Indenture and Security Agreement (Mortgage) (the "Trust Indenture") dated as of May 30, 1990. - 16917
4. Lessee Security Agreement Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lessee Security Agreement (Mortgage) (the "Lessee Security Agreement"), dated as of May 30, 1990. - 16917
5. Release of Lien from the Trust Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Trust Indenture.
6. Release of Lien on the Leasehold Security Interest from the Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Lessee Security Agreement.

Amtrak requests that all of the documents listed herein, whether primary or secondary, be filed under Recordation No. 16917.

Ms. Noretta R. McGee
Interstate Commerce Commission
Page 2

The parties to the above-listed documents include the following:

1. Lease Supplement No. 2: National Railroad Passenger Corporation ("Amtrak") as lessor and The New Connecticut Bank and Trust Company, National Association, successor to The Connecticut Bank and Trust Company, as Owner Trustee ("Owner Trustee").
2. Sublease Supplement No. 2: Owner Trustee as sublessor and Amtrak as Sublessee.
3. Trust Indenture Supplement Nos. 3 and 4: Owner Trustee as mortgagor, Amtrak as consenting party to the Trust Indenture, and Meridian Trust Company ("Indenture Trustee") as mortgagee.
4. Lessee Security Agreement Supplement No. 2: Amtrak as consenting party to the Lessee Security Agreement and Owner Trustee.
5. Release of Lien from the Trust Indenture: Indenture Trustee.
6. Release of Lien on the Leasehold Security Interest from the Indenture: Owner Trustee.

The addresses of the parties are:

The Connecticut Bank and Trust Company
National Association
One Constitution Plaza
Hartford, Connecticut 06115

Meridian Trust Company
35 North 6th Street
Reading, PA 19603

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

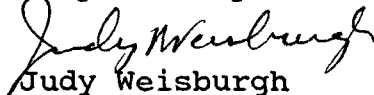
The documents listed above are for the purpose of releasing Material Handling Car #1551 and adding Material Handling Car #1473 to the Lease, Sublease, Trust Indenture, Lessee Security Agreement, Lien of the Trust Indenture and Leasehold Security Interest to the Trust Indenture, in accordance to Section 7.2 of the Sublease dated May 30, 1990.

Ms. Noretta R. McGee
Interstate Commerce Commission
Page 3

A fee of \$105 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Judy Weisburgh".

Judy Weisburgh
Associate General Counsel

RECORDATION NO. 16917-A

MAR 15 1991 -1 55 PM

INTERSTATE COMMERCE COMMISSION

LESSEE SECURITY AGREEMENT SUPPLEMENT NO. 2

THIS LESSEE SECURITY AGREEMENT SUPPLEMENT NO. 2 dated as of March 12, 1991 between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), and THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, as successor to The Connecticut Bank and Trust Company, National Association, not in its individual capacity but solely as Owner Trustee ("Owner Trustee").

W I T N E S S E T H:

WHEREAS, Amtrak and Owner Trustee have heretofore entered into the Lessee Security Agreement, which Lessee Security Agreement provides for the execution and delivery from time to time of Lessee Security Agreement Supplements substantially in the form hereof for the purpose of confirming or completing the description of the security interest in one or more Units created under the Lessee Security Agreement;

WHEREAS, the Lessee Security Agreement was duly recorded with the ICC on June 29, 1990 as Recordation No. 16917-A;

WHEREAS, on January 9, 1991, Amtrak informed Owner Trustee that one unit under lease, Material Handling Car #1551 sustained damage in a casualty occurrence on December 12, 1990 and is considered irreparably damaged;

WHEREAS, in that January 9, 1991 letter, Amtrak further advised that it intended to proceed in accordance with Section 7.2 of the Sublease and substitute a replacement unit under the Sublease thereby subjecting such unit to the terms and conditions under the Lessee Security Agreement; and

WHEREAS, the parties intend that Material Handling Car #1551 be released from the Lessee Security Agreement and the Replacement Unit described below be subject to the Lessee Security Agreement; and

WHEREAS, The Connecticut Bank and Trust Company, National Association, has been succeeded by The New Connecticut Bank and Trust Company, National Association.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto covenant and agree as follows:

1. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Lessee Security Agreement Supplement No. 1 have the respective meanings specified therefor in Annex A to that certain Sublease of Railroad Equipment dated as of May 30, 1990 between National Railroad Passenger Corporation, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, and The Connecticut Bank and Trust Company, National Association, a national banking association, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, except as expressly provided in the Operative Documents, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The rules of interpretation set forth in Section 2 of the Lessee Security Agreement are hereby incorporated herein by reference.

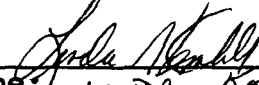
3. Amtrak hereby grants to Owner Trustee, and Owner Trustee hereby accepts from Amtrak, under the Lessee Security Agreement as hereby supplemented, a security interest in Material Handling Car, Amtrak Equipment Number 1473 (the "Replacement Unit"), which unit is being delivered pursuant to the Operative Documents in substitution of Material Handling Car #1551.

4. By the execution and delivery of this Lessee Security Agreement Supplement, Amtrak and Owner Trustee reaffirm all of the terms, provisions and conditions of the Lessee Security Agreement, and such terms, provisions and conditions are hereby incorporated by reference in this Lessee Security Agreement Supplement on and as of the date of this Lessee Security Agreement Supplement, to the same extent as if fully set forth herein.

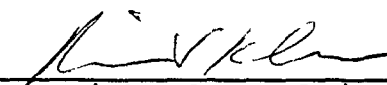
5. This Lessee Security Agreement Supplement may be executed in any number of counterparts and by the different parties hereto on separate counterparts (or upon separate signature pages bound together into one or more counterparts), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Lessee Security Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, as successor to The Connecticut Bank and Trust Company, National Association, not in its individual capacity but solely as Owner, Trustee

By: 
Name: LINDA KEMBLE
Title: VP

NATIONAL RAILROAD PASSENGER CORPORATION

By: 
Name: Richard I. Klein
Title: Treasurer

DISTRICT OF COLUMBIA)
) ss
CITY OF WASHINGTON)

On this 8th day of MARCH, 1991 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires:

1-1-95

[SEAL]

CONNECTICUT)
)
HARTFORD) ss

On this 13th day of MARCH, 1991 before me personally appeared LINDA REMBLE, to me personally known, who being by me duly sworn, says that he is the V.P. of THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, as Owner Trustee under such instrument, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

JILL M. VESCE
Notary Public

My Commission Expires:
JILL M. VESCE
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 31, 1995

[SEAL]

DISTRICT OF COLUMBIA)
)
CITY OF WASHINGTON) SS

CERTIFICATION

On this 15th day of March, 1991 before me personally appeared David A. Patterson, to me personally known, who being by me duly sworn, says that he is a Financial Analyst employed by NATIONAL RAILROAD PASSENGER CORPORATION, and who has certified to me that the foregoing LESSEE SECURITY AGREEMENT SUPPLEMENT NO. 2 is a true and correct copy of the original document dated as of March 12, 1991.

Carolyn E. Mason
Notary Public

My Commission Expires:

Carolyn E. Mason
Notary Public, District of Columbia
My Commission Expires Feb. 28, 1995

